

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: Methyl Tertiary Butyl Ether ("MTBE")	:	Master File No. 1:00-1898
Products Liability Litigation	:	MDL No. 1358 (SAS)
	:	M21-88
	:	
This Document Relates To:	:	The Honorable Shira A. Scheindlin
<i>Orange County Water District v. Unocal</i>	:	
<i>Corporation, et al.</i> , Case No. 04 Civ. 4968	:	
(SAS).	:	
	:	
	:	
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**FURTHER SUPPLEMENTAL REPLY DECLARATION OF JAMES J. FINSTEN IN
SUPPORT OF DEFENDANTS' FURTHER SUPPLEMENTAL REPLY
MEMORANDUM IN SUPPORT OF SUMMARY JUDGMENT MOTION BASED ON
THE STATUTE OF LIMITATIONS**

FURTHER SUPPLEMENTAL REPLY DECLARATION OF JAMES J. FINSTEN

I, James J. Finsten hereby declare:

1. I am a member of the bar of the State of California and an attorney at the law firm of Arnold & Porter LLP, counsel for defendants Atlantic Richfield Company, BP Products North America Inc. and BP West Coast Products LLC (collectively "BP"). I make this declaration in support of Defendants' Motion for Summary Judgment Based On The Statute of Limitations ("Finsten 2009 Reply Decl."). This declaration is based on my personal knowledge and, if called as a witness, I could testify competently thereto. I previously submitted declarations in support of defendants' motion for summary judgment based on the statute of limitations in February 2007, May 2008, and May 2009, respectively: Declaration of James J. Finsten In Support Of Defendants' Motion For Summary Judgment Based On The Statute Of Limitations, February 15, 2007 ("Finsten 2007 Decl."); Supplemental Declaration of James J. Finsten In Support Of Defendants' Second Supplemental Brief In Support Of Motion For Summary Judgment Based On The Statute Of Limitations, May 9, 2008 ("Finsten 2008 Supp. Decl." or "Finsten 2008 Decl."); and Further Supplemental Declaration of James J. Finsten In Support of Defendants' Further Supplemental Memorandum In Support of Summary Judgment Motion Based on the Statute of Limitations, May 4, 2009 ("Finsten 2009 Decl.").

2. Attached hereto as Exhibit 1 is a true and correct copy of relevant portions of the First Quarter 2008 Groundwater Monitoring and Status Report for Mobil Station 18-G6B, dated March 20, 2008, previously produced in this litigation at OCHCA-MTBE-081059. These documents illustrate the location and depths of monitoring wells at this station, as well as Former Exxon Station 7-4283.

3. Attached hereto as Exhibit 2 is a true and correct copy of relevant portions of a April 11, 2007 letter to the Orange County Health Care Agency (“OCHCA”) responding to a Regulatory Request for Additional Information at Exxon Station 7-4283, previously produced in this litigation at EXMO_JS_002006, and relevant portions of a December 24, 2008 letter to OCHCA identifying “activities performed this quarter” and “activities proposed next quarter” at Exxon Station 7-4283, previously produced in this litigation at EXMO_JS_002403-04.

4. Attached hereto as Exhibit 3 is a true and correct copy of relevant portions of a January 26, 2007 letter to the Orange County Health Care Agency (“OCHCA”) announcing a new Corrective Action Plan for Mobil Station 18-G6B, previously produced in this litigation at EXMO_18G6B_011761, and relevant portions of a December 24, 2008 letter to OCHCA identifying “activities performed this quarter” and “activities proposed next quarter” at Mobil Station 18-G6B, previously produced in this litigation at EXMO_18G6B_013396.

5. Attached hereto as Exhibit 4 is a true and correct copy of relevant portions from a quarterly groundwater monitoring report for station ARCO #1912, previously produced in this litigation at OCHCA-MTBE-043927. The report notes that ownership of monitoring well MW-8 was transferred to ARCO during 2006.

6. Attached hereto as Exhibit 5 is a true and correct copy of relevant portions of the Second Quarter 2008 Quarterly Monitoring Report for Unocal Station 5356, dated July 9, 2008, previously produced in this litigation at OCWD-MTBE-001-252044. These documents illustrate the location and depths of monitoring wells at this station.

7. Attached hereto as Exhibit 6 is a true and correct copy of relevant portions of a May 11, 2007 letter to the Orange County Health Care Agency (“OCHCA”) announcing a new Work Plan for Downgradient Groundwater Assessment at Exxon Station 3738, previously

produced in this litigation at EXMO_3738_010043, and relevant portions of a January 14, 2009 letter to OCHCA identifying “activities performed this quarter” and “activities proposed next quarter” at Exxon Station 3738, previously produced in this litigation at EXMO_3738_011830.

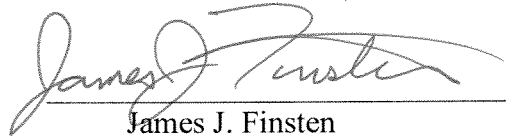
8. Attached hereto as Exhibit 7 is a true and correct copy of relevant portions of a Closure Request for Mobil Station 18-HEP, dated September 19, 2006, previously produced in this litigation at OCWD-MTBE-001-252647. These documents illustrate the location and depths of monitoring wells at this station.

9. Attached hereto as Exhibit 8 is a true and correct copy of relevant portions of a quarterly monitoring report for ARCO #6036, previously produced in this litigation at OCWD-MTBE-001-267072 and OCWD-MTBE-001-267076.

10. Attached hereto as Exhibit 9 are true and correct copies of pages 356-357, 616, 618-619, 772-773, 780-781, 1138-1140, 1146, 1170-1171, 1271-1273, 1310-1311, 1326, 1500-1501, 1526, 1541, 1544, 1791-1792, 1830, 1888-1890, 1932-1935, 1953-1954, 1988-1989, 2037, 2041-2044, 2093-2095, 2098, 2111-2112, 2491-2492, 2547-2548, 2794-2796, 2892-2895, 2956-2957, 2960, 3015-3017, 3041-3042, 3058-3059, 3218, 3801-3802, 3880-3882, 4178-4180, 4320, 4322, 4334, 4352-4353, and 4456-4457 of the reporter’s official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District’s designated witness David Bolin, which was taken in this matter on July 31, 2008, August 19, 2008, August, 21, 2008, October 20, 2008, October 21, 2008, October 29, 2008, October 30, 2008, November 5, 2008, November 6, 2008, November 14, 2008, November 21, 2008, December 2, 2008, and December 3, 2008. These deposition excerpts refer or relate to testimony regarding various stations and wells in the focus plumes in this case. Also attached as part of Exhibit 9 to this Declaration are true and correct

copies of Exhibits 22, 24, 70, 91, 93, 112, 134, 168, 171, 196, 256, 291, and 303 to the Bolin Deposition.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed on June 18, 2009 at Los Angeles, California.



James J. Finsten

Exhibit 1



*Southern California
Northern California
Pacific Northwest
Southwest
Texas
Montana*

March 20, 2008

Ms. Geniece Higgins
Orange County Health Care Agency
Environmental Health Division
1241 East Dyer Road, Suite 120
Santa Ana, California 92705-5611

Subject: First Quarter 2008 Groundwater Monitoring and Status Report
Mobil Station 18G6B
9024 Warner Avenue
Fountain Valley, California
OCHCA Case No. 00UT08

Ms. Higgins:

At the request of ExxonMobil Oil Corporation (ExxonMobil), Environmental Resolutions, Inc. is submitting the First Quarter 2008 ExxonMobil Groundwater Monitoring and Status Report for the above-referenced site. The format utilized for the report consolidates groundwater sampling (where applicable), Title 23, Subchapter 16 reporting and consultant progress updates for ExxonMobil into one summary report.

Please call me at (949) 457-8955 if you have any questions.

Sincerely,
Environmental Resolutions, Inc.

Jeff Aguilar
Senior Project Geologist
P.G. 8178

Enc: ERI 3080QRTR0108

cc: w/enclosures:

Ms. Marla D. Madden, ExxonMobil
Ms. Rose Scott, California Regional Water Quality Control Board, Santa Ana Region

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ENVIRONMENTAL HLTH

ERI 3080QRTR0108

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Environmental Resolutions, Inc.

25371 Commercentre Dr., Suite 250, Lake Forest, CA 92630-8859 | Tel: 949.457.8950 | Fax: 949.457.8956 | Contractor # A/C10-611383

OCHCA-MTBE-081059

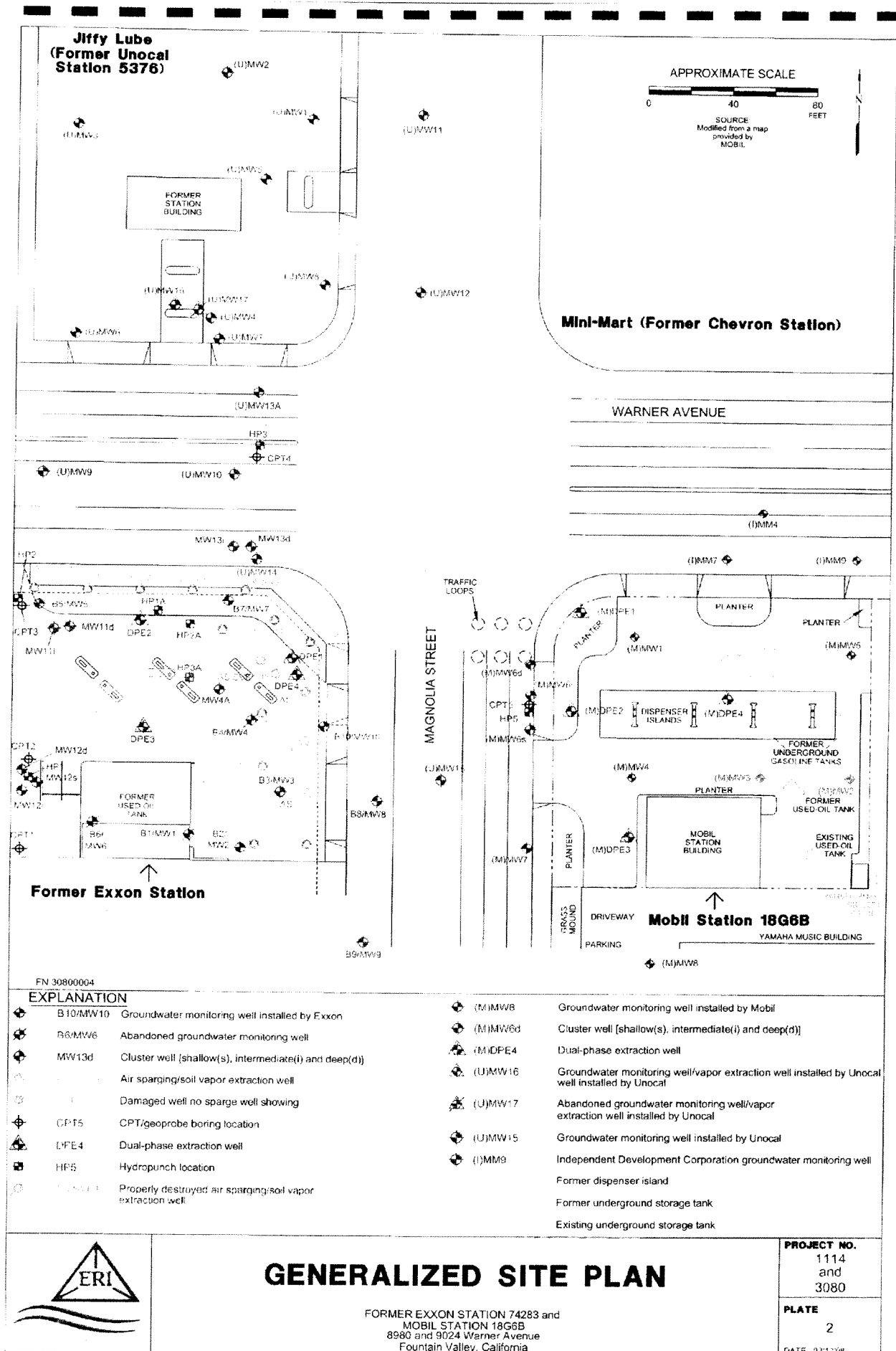


TABLE 2
WATER LEVEL MEASUREMENTS AND GROUNDWATER ANALYSES
MOBIL STATION 18G6B
9024 WARNER AVENUE
FOUNTAIN VALLEY, CALIFORNIA
ERI 3080

MW1	ELEV:	29.10		Screen Interval (feet):			5-25				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	16.41	12.69	24.34	<1.00	<1.00	<1.00	<1.00	<50.0	26.2	170	
MW2	ELEV:	30.61		Screen Interval (feet):			7-27				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	17.15	13.46	27.16	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
MW3	ELEV:	29.60		Screen Interval:			7-27				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	16.52	13.08	26.88	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
MW4	ELEV:	29.01		Screen Interval (feet):			7-27				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	16.54	12.47	26.84	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
MW5	ELEV:	30.27		Screen Interval (feet):			7-27				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	16.32	13.95	26.98	<1.00	<1.00	<1.00	1.86	<50.0	<2.00	<10.0	
MW6s	ELEV:	27.78		Screen Interval (feet):			5-25				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	15.61	12.17	25.35	<1.00	<1.00	<1.00	<1.00	<50.0	2.82	<10.0	
MW6i	ELEV:	27.62		Screen Interval (feet):			35-40				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	16.15	11.47	40.02	<1.00	<1.00	1.89	1.64	<50.0	<2.00	<10.0	
MW6d	ELEV:	27.73		Screen Interval (feet):			45-50				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	17.55	10.18	49.35	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
MW7	ELEV:	27.57		Screen Interval (feet):			5-25				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	15.05	12.52	25.35	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
MW8	ELEV:	28.63		Screen Interval (feet):			5-25				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	15.89	12.74	25.01	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
DPE1	ELEV:	30.13		Screen Interval (feet):			15-30				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08 (X)	17.19	12.94	24.59 (a)	<1.00	<1.00	<1.00	<1.00	<50.0	<2.00	<10.0	
DPE3	ELEV:	30.05		Screen Interval (feet):			15-30				
DATE	GW DEPTH	GW ELEV.	TD	B	T	E	X	TPHg	MTBE	TBA	
02/06/08	17.18	12.87	29.18	2.46	<1.00	1.35	2.14	<50.0	<2.00	<10.0	

Exhibit 2

18685 Main Street, Suite 101 PMB 601
Huntington Beach, California 92648-1719
maria.d.guensler@exxonmobil.com

ExxonMobil

Refining & Supply

April 11, 2007

Ms. Geniece Higgins
Orange County Health Care Agency
Division of Environmental Health
1241 East Dyer Road, Suite 120
Santa Ana, California 92705-5611

Subject: Response to Regulatory Request for Additional Information
Former Exxon Station 74283
8980 Warner Avenue
Fountain Valley, California
OCHCA Case No. 92UT055

Ms. Higgins:

Exxon Mobil Corporation (ExxonMobil) has prepared this correspondence in response to an Orange County Health Care Agency (OCHCA) letter dated March 12, 2007 requesting a brief summary of planned remedial activity in the area around monitoring well MW7 at the site referenced above. The OCHCA letter is enclosed. Per the Orange County Health Care Agency's request, the GeoTracker confirmation page is included in this document.

ExxonMobil's consultant, Environmental Resolutions, Inc. (ERI) reviewed analytical results for soil samples collected during the installation of monitoring well MW7 and groundwater samples collected during quarterly sampling events. Soil samples were collected at five and 10 feet below ground surface (bgs) during the installation of well MW7. Total petroleum hydrocarbons as gasoline (TPHg), benzene, toluene, ethylbenzene, and total xylenes (BTEX) were not detected above laboratory reporting limits in either sample analyzed from this location. A previous soil analytical results table is attached.

TPHg and BTEX concentrations have been detected in groundwater samples collected from this well during quarterly sampling events. Depth to groundwater in monitoring well MW7 has fluctuated between 13 and 21 feet bgs. Trend analysis for fuel constituents detected in groundwater samples collected from well MW7 during quarterly sampling events shows that concentrations of TPHg, benzene and methyl tertiary butyl ether are all steadily declining. A trend graph for concentrations detected in groundwater samples collected from well MW7 versus time and a cumulative water level measurements and groundwater analyses table are attached.

A dual phase extraction remediation system is currently operating at the site. Wells MW3, MW10 and DPE4 are currently being utilized by the remediation system. The remedial strategy for the site, including the area around MW7, is to continue the operation of the remediation system at the site and to allow natural attenuation of hydrocarbons in groundwater to continue to occur.

MOST RECENT AGENCY CORRESPONDENCE

- March 13, 2007: ERI received a letter dated March 12, 2007 from the OCHCA requesting a brief summary of planned remedial activity for the area around well MW7. ERI's *Response to Regulatory Request for Additional Information* was submitted to the OCHCA on April 11, 2007.

HISTORICAL GROUNDWATER CONDITIONS

Maximum Concentrations: Benzene – 31,000 µg/l (MW7, 02/97 and HP1A, 07/96)
TPHg – 210,000 µg/l (AS/SVE3, 10/01)
MTBE (by EPA 8260B) – 120,000 µg/l (AS/SVE6, 05/00)
TBA – 21,400 µg/l (MW4A, 02/03)

ACTIVITIES PERFORMED THIS QUARTER

- Submitted the *Option to Designate Signatory for Special Purpose Discharge Permits for Various ExxonMobil Oil Corporation Sites* dated September 5, 2008 to the OCSD.
- Submitted the *2007-2008 4th Quarter SPDP User Charge* dated September 19, 2008 to the OCSD.
- Submitted the *Third Quarter 2008 Quarterly Groundwater Monitoring and Status Report* dated September 26, 2008 to the OCHCA.
- Resampled lower screened wells MW11d, MW12d and MW13d on September 29, 2008 due to slightly elevated concentrations compared to historical concentrations of benzene and TPHg detected during the third quarter sampling event. Benzene and TPHg were not detected above laboratory RLs from the lower screened wells during the third quarter resampling event except from well MW11d, which detected benzene at a concentration of 3.4 µg/l. ERI will continue to monitor concentrations from all wells and implement a high vacuum DPE event if warranted. Purge water was properly disposed of at Crosby & Overton of Long Beach, California, under a non-hazardous waste manifest (attached).
- Performed fourth quarter 2008 groundwater monitoring and sampling event on November 11, 2008. Purge water was pumped into the on-site remediation system for treatment and discharge. Groundwater sampling was performed in conjunction with the sampling of Mobil Station 18G6B to the east of the site and with the former Unocal station across the street to the north. ENSR International Consulting and Engineering (ENSR) conducted the joint sampling event at the former Unocal station. ENSR's groundwater data is included with this report and is presented on the attached plates.
- Resampled intermediate screened wells MW11i and MW12i on November 24, 2008 due to samples being lost by the courier.
- Well AS/SVE7 was not purged prior to collecting the groundwater sample due to insufficient water. Well AS/SVE1 was inadvertently not purged prior to collecting the groundwater sample. During future quarterly sampling events, AS/SVE1 will be purged prior to sample collection.
- Submitted monthly and quarterly POTW discharge reports to the OCSD.
- Continued operation of the DPE remediation system and extraction from wells MW7, DPE1 and DPE4.
- Conducted evaluation of groundwater wells gauged during the current quarter for potential of silt loading and/or obstructions within each well. Each well was evaluated to determine whether or not more than 20% of the water column within the well's screened portion was obstructed by silt. In the event that a well did contain excessive silt, the location of the well was evaluated based on its proximity to the site's area of hydrocarbon concentrations. For the current quarter's evaluation, wells AS/SVE1, AS/SVE7 and MW3 are candidates for redevelopment based on ongoing discrepancies.

EXMO_4283_019662

EXMO_JS_002403

CONCLUSIONS

- During the quarterly monitoring and sampling event, groundwater samples collected from all upper screened wells had concentrations of benzene and TPHg that were consistent with historical concentrations except from the sample collected from well AS/SVE7 which fluctuated but is within historical concentrations. MTBE concentrations detected in samples collected from all upper screened wells were consistent with historical concentrations except from well MW7 which fluctuated but is within historical concentrations. Concentrations of TBA detected in samples collected from all upper screened wells were consistent with historical concentrations except from well MW7 which was elevated with a laboratory notation stating "secondary ion abundances were outside method requirements; identification based on analytical judgment."
- Benzene, TPHg, MTBE and TBA were not detected above laboratory RLs in groundwater samples collected during the quarterly sampling event from all intermediate screened wells.
- Benzene, TPHg, MTBE and TBA were not detected above laboratory RLs in groundwater samples collected during the quarterly sampling event from all lower screened wells except from well MW11d which detected benzene at a decreasing concentration and MTBE at a concentration near the RL with a laboratory notation stating "secondary ion abundances were outside method requirements; identification based on analytical judgment."

ACTIVITIES PROPOSED FOR NEXT QUARTER

- Submit fourth quarter 2008 quarterly groundwater monitoring and status report.
- Perform first quarter 2009 groundwater monitoring and sampling of all wells associated with the site. Perform groundwater sampling in conjunction with adjacent Mobil Station 18G6B and former Unocal station 5376 located north of the site.
- Submit monthly and quarterly POTW reports.
- Continue operation of the DPE remediation system.
- Full scan VOC analysis of groundwater samples was performed for the second quarter 2008 sampling event. Full scan VOC analysis of groundwater samples will continue to be performed on an annual basis during the second quarter at this site. If an annual full scan result exceeds the current OCHCA guidance of 1,000 µg/l, then samples subsequently collected from that well, and selected other wells to aid in delineation, will be analyzed by full scan methods.

EXMO_4283_019663

EXMO_JS_002404

Exhibit 3

ExxonMobil
Refining & Supply Company
3700 West 190th Street
Torrance, California 90504

Attention: TPT 2-7
(310) 212-3727 Office
(310) 212-1890 Facsimile
maria.d.guensler@exxonmobil.com

Maria D. Guensler
Global Remediation
Project Manager

ExxonMobil
Refining & Supply

January 26, 2007

Ms. Geniece Higgins
Orange County Health Care Agency
Environmental Health Division
1241 East Dyer Road, Suite 120
Santa Ana, California 92705

Subject: Corrective Action Plan
Mobil Station 18G6B
9024 Warner Avenue
Fountain Valley, California
OCHCA Case No. 00UT08

Dear Ms. Higgins:

Enclosed is a Corrective Action Plan (CAP) for the above-referenced site. This CAP was prepared as requested in an Orange County Health Care Agency (OCHCA) letter dated November 20, 2006 and received November 27, 2006. Included in this CAP is a summary of the site background, a review of remedial activities and feasibility testing that have occurred at the site, proposed cleanup levels for soil and groundwater beneath the site, an evaluation of alternative remedial strategies, and criteria used for selecting wells to be connected to the dual-phase extraction system at the site. Per the OCHCA's request, the GeoTracker confirmation page is included with this CAP.

Please call the undersigned at (310) 212-3727 for any questions regarding the content of this CAP.

Sincerely,



Maria D. Guensler
Project Manager

Attachment: **Corrective Action Plan, Mobil Station 18G6B, 9024 Warner Avenue, Fountain Valley, California, prepared by ERI.**

- C: w/attachment
 Ms. Rose Scott, California Regional Water Quality Control Board, Santa Ana Region
- C: w/o attachment
 Mr. Jeff Aguilar, ERI

ERI 308005.R06

EXMO_18G6B_011761

ACTIVITIES PERFORMED THIS QUARTER (continued)

- Conducted evaluation of groundwater wells gauged during the current quarter for potential of silt loading and/or obstructions within each well. Each well was evaluated to determine whether or not more than 20% of the water column within the well's screened portion was obstructed by silt. In the event that a well did contain excessive silt, the location of the well was evaluated based on its proximity to the site's area of hydrocarbon concentrations. For the current quarter's evaluation, well DPE4 may be a candidate for redevelopment; a hose continues to be stuck in well DPE1. ERI will continue to monitor the field measurements of all wells. If discrepancies between construction details and field measurements are noted during subsequent sampling events, redevelopment of those individual wells may be implemented.
- Continued operation of the DPE remediation system and extraction from wells DPE1 and DPE4.

CONCLUSIONS

- Benzene and TPHg was not detected above laboratory RLs in any groundwater samples collected during the quarterly event from the upper screened wells. MTBE was not detected above laboratory RLs in any groundwater samples collected from the upper screened wells during the quarterly event except for the samples from the wells MW4 and MW6s at concentrations that are decreasing. TBA was not detected above laboratory RLs in any groundwater samples collected during the quarterly event from the upper screened wells except for the sample from well DPE4 at a concentration that is consistent with historical concentrations.
- Benzene, TPHg, MTBE and TBA was not detected above laboratory RLs in groundwater samples collected during the quarterly event from all wells from the intermediate and deep screened wells.

ACTIVITIES PROPOSED NEXT QUARTER

- Submit fourth quarter 2008 groundwater monitoring and status report.
- Perform first quarter 2009 purge groundwater monitoring and sampling event. Perform groundwater sampling in conjunction with Former Exxon Station 74283 located to the west of the site and the former Unocal station located across the street to the northwest.
- Submit monthly and quarterly POTW reports.
- Continue operation of the DPE remediation system.
- Full scan VOC analysis of groundwater samples was performed for the second quarter 2008 sampling event. Full scan VOC analysis of groundwater samples will continue to be performed on an annual basis during the second quarter at this site. If an annual full scan result exceeds the current OCHCA guidance of 1,000 µg/l, then samples subsequently collected from that well, and other wells selected to aid in delineation, will be analyzed by full scan methods.

Exhibit 4

TABLE 2

HISTORICAL GROUNDWATER ANALYTICAL RESULTS

ARCO Facility No. 1912
18480 Brookhurst Street
Fountain Valley, California

Well	Date Sampled	TPHg (µg/L)	Benzene (µg/L)	Toluene (µg/L)	Ethyl- Benzene (µg/L)	Xylenes (µg/L)	MTBE				DIPE (µg/L)	ETBE (µg/L)	TAME (µg/L)	TBA (µg/L)	Ethanol (µg/L)	Comments
							8020/ (µg/L)	8021B (µg/L)	8260B (µg/L)	8260B (µg/L)						
MW-7	12/28/2006	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	560	ND<150	
MW-7	3/13/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	710	ND<150	
MW-7	8/28/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	930	ND<150	
MW-7	9/28/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	720	ND<150	
MW-7	12/27/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	600	ND<150	
MW-8	9/20/2006	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	Ownership transferred to ARCO; unable to locate
MW-8	12/28/2006	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	Unable to locate
MW-8	3/14/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	7.5	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	ND<150	
MW-8	6/28/2007	63	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	6.8	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	ND<150	
MW-8	9/28/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	5.2	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	ND<150	
MW-8	12/27/2007	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	5.2	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	ND<150	
MW-11	12/10/2003	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	3.40	ND<5.0	ND<5.0	7.8	ND<5.0	ND<5.0	24000	ND<150	Beacon Bay well
MW-11	3/10/2004	ND<50	ND<50	ND<50	ND<50	ND<160	NA	360	ND<200	ND<200	ND<200	ND<200	ND<200	30000	ND<5000	
MW-11	8/17/2004	ND<50	ND<50	ND<50	ND<50	ND<160	NA	340	ND<200	ND<200	ND<200	ND<200	ND<200	33000	ND<5000	
MW-11	9/16/2004	ND<50	ND<50	ND<50	ND<50	ND<160	NA	300	ND<200	ND<200	ND<200	ND<200	ND<200	16000	ND<5000	
MW-11	12/21/2004	ND<50	ND<50	ND<50	ND<50	ND<40	NA	200	ND<50	ND<50	ND<50	ND<50	ND<50	25000	ND<1500	
MW-11	3/23/2005	ND<50	ND<50	ND<50	ND<50	ND<160	NA	240	ND<200	ND<200	ND<200	ND<200	ND<200	26000	ND<5000	
MW-11	6/22/2005	ND<50	ND<50	ND<50	ND<50	ND<40	NA	51	ND<50	ND<50	7.2	ND<5.0	ND<5.0	12000	ND<1500	
MW-11	9/21/2005	ND<50	ND<50	ND<50	ND<50	ND<4.0	NA	24	ND<5.0	ND<5.0	7.2	ND<5.0	ND<5.0	3400	ND<150	
MW-11	12/28/2005	ND<50	ND<50	ND<50	ND<50	ND<4.0	NA	12	ND<5.0	ND<5.0	ND<10	ND<10	ND<10	5400	ND<300	
MW-11	3/28/2006	ND<50	ND<50	ND<50	ND<50	ND<4.0	NA	9.5	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	5000	ND<150	
MW-11	6/22/2006	ND<50	ND<50	ND<50	ND<50	ND<40	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	4000	ND<1500	
MW-11	9/20/2006	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	Removed from sampling schedule
B-19	2/12/2000	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	NA	NA	NA	NA	NA	NA	NA	Lower Groundwater Zone Well
B-19	2/28/2000	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	Well not sampled; gauging only
B-19	6/5/2000	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	NA	NA	NA	NA	NA	NA	NA	
B-19	8/28/2000	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	NA	
B-19	12/9/2000	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	NA	NA	NA	NA	NA	NA	NA	
B-19	3/17/2001	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	ND<5.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	NA	
B-19	5/21/2001	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	ND<5.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	NA	
B-19	9/19/2001	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	NA	NA	NA	NA	NA	ND<50	NA	
B-19	12/13/2001	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	NA	NA	NA	NA	NA	ND<50	NA	
B-19	3/18/2002	ND<50	ND<2.0	ND<2.0	ND<2.0	ND<4.0	NA	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<5.0	ND<50	NA	

OCHCA-MTBE-043927

OCHCA-MTBE-043927

OCWD-MTBE-001-264566

Exhibit 5

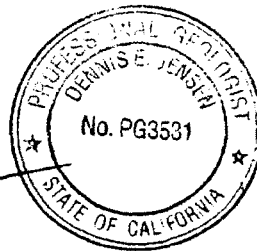
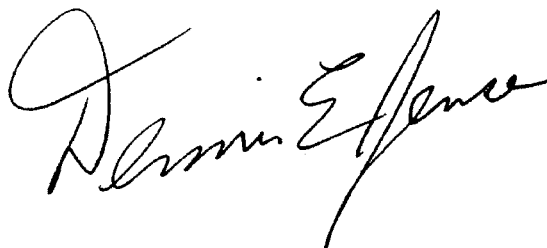
**QUARTERLY MONITORING REPORT
APRIL THROUGH JUNE 2008**

76 STATION 5356
1913 West Edinger Avenue
Santa Ana, California

Prepared For:

Mr. Karl Bewley
CONOCOPHILLIPS COMPANY
3611 Harbor Boulevard Suite 200
Santa Ana, California 92704

By:



Senior Project Geologist, Irvine Operations

Date: 7/9/08



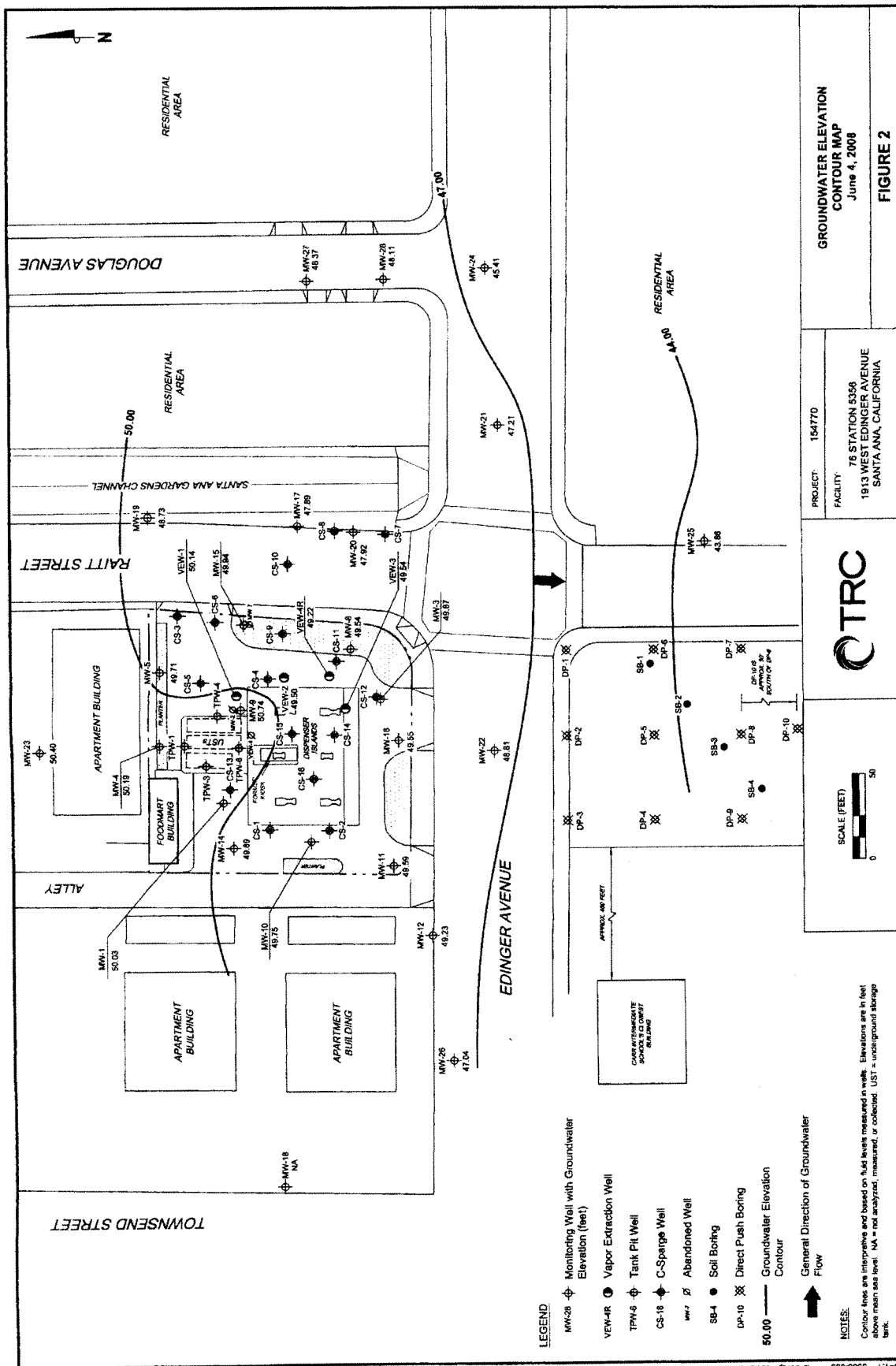
SAFD-MTBE-03911

OCWD-MTBE-001-252044

Table 1
CURRENT FLUID LEVELS AND SELECTED ANALYTICAL RESULTS

June 4, 2008
76 Station 5356

Date Sampled	TOC Elevation (feet)	Depth to Water (feet)	LPiH Thickness (feet)	Ground-water Elevation (feet)	Change in Elevation (feet)	TPH-G (8015M) (µg/l)	TPH-G (GC/MS) (µg/l)	Benzene (µg/l)	Toluene (µg/l)	Ethylbenzene (µg/l)	MTBE (8021B) (µg/l)	MTBE (8260B) (µg/l)	TBA (µg/l)	Ethanol (8260B) (µg/l)	Comments
MW-17 continued															
6/4/2008	55.26	7.37	0.00	47.89	-0.67	--	66	ND<0.50	ND<0.50	ND<0.50	--	13	530	ND<250	
MW-18															
6/4/2008	56.35	--	--	--	--	--	--	--	--	--	--	--	--	--	Car over well
MW-19															
6/4/2008	55.86	7.13	0.00	48.73	0.07	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	4.5	240	ND<250	
MW-20															
6/4/2008	55.62	7.70	0.00	47.92	-0.10	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	9.2	20000	ND<250	
MW-21															
6/4/2008	56.68	9.47	0.00	47.21	-0.28	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
MW-22															
6/4/2008	56.56	7.75	0.00	48.81	0.10	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	15	720	ND<250	
MW-23															
6/4/2008	58.20	7.80	0.00	50.40	-0.16	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
MW-24															
6/4/2008	54.28	8.87	0.00	45.41	--	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
MW-25															
6/4/2008	52.94	9.08	0.00	43.86	-0.27	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
MW-26															
6/4/2008	54.14	7.10	0.00	47.04	0.16	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
MW-27															
6/4/2008	56.67	8.30	0.00	48.37	0.00	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	54	ND<250	
MW-28															
6/4/2008	56.19	8.08	0.00	48.11	-0.03	--	ND<50	ND<0.50	ND<0.50	ND<0.50	--	ND<0.50	ND<10	ND<250	
VEW-1															



SAFD-MTBE-04154

OCWD-MTBE-001-252287

Exhibit 6

Marla D. Guensler
Global Remediation
Project Manager

18685 Main Street, Suite 101 PMB 601
Huntington Beach, California 92648-1719
marla.d.guensler@exxonmobil.com

ExxonMobil
Refining & Supply

May 11, 2007

Ms. Geniece Higgins
Orange County Health Care Agency
Division of Environmental Health
1241 East Dyer Road, Suite 120
Santa Ana, California 92705-5611

Subject: Work Plan for Downgradient Groundwater Assessment
Former Exxon Station 73738
17474 Brookhurst Street
Fountain Valley, California
OCHCA Case No. 92UT44

Dear Ms. Higgins:

Enclosed for review is the work plan for a downgradient groundwater assessment at the above-referenced site. The assessment consists of the collection and analysis of soil and groundwater samples from two off-site, downgradient locations using Hydropunch® methods. The work plan was prepared to fulfill Orange County Health Care Agency (OCHCA) requirements outlined in recent correspondence and telephone conversations. Exxon Mobil Corporation's consultant, Environmental Resolutions, Inc. (ERI), prepared this work plan. Per the OCHCA's request, a GeoTracker confirmation page is included in this document.

Please call the undersigned at (949) 468-9756 or Mr. James A. Leist of ERI at (949) 457-8929 for any questions regarding the content of this work plan.

Sincerely,


Marla D. Guensler
Project Manager

Attachment: **Work Plan for Downgradient Groundwater Assessment, Former Exxon Station 73738, 17474 Brookhurst Street, Fountain Valley, California, prepared by ERI.**

C: w/attachment:
Mr. Carl Bernhardt, California Regional Water Quality Control Board – Santa Ana Region
Mr. Bill Millette, Jones Lang LaSalle Property Management (property owner)

C: w/o attachment:
Mr. James A. Leist, ERI

ERI 116203 W07

EXMO_3738_010043

ACTIVITIES PERFORMED THIS QUARTER (continued)

- Evaluated wells for measurements deeper than installed depths.
 - Well MW2 was measured at 25.45 feet bgs. The borelog was not available to review, but the report discussing the well installation stated that the bottom of the well was installed at a depth of 25 feet bgs.
 - Well MW6A was measured at 22.37 feet bgs. The borelog was not available to review, but the report discussing the well installation stated that the bottom of the well was installed at a depth of 20 feet bgs.
 - Well MW10 was measured at 20.55 feet bgs. The borelog indicates that the well was installed at a depth of 20 feet bgs.

These apparent discrepancies are likely due to at least any of the following reasons, or possibly a combination of any of the following:

- The well's end cap is not flush with the bottom of the screen; therefore, the total depth may differ by approximately nine inches;
- The measuring tape was slack within the well casing during field measurement; or
- Depth variations occurred during well installation activities and were not properly noted on the geologist's logs.

ERI does not recommend any additional activities be conducted on these wells as a result of depth discrepancy issues.

- Note: Monthly overpurging was inadvertently omitted from the schedule for the month of November 2008.

CONCLUSIONS

- In general, hydrocarbon concentrations remained similar to recent quarters. TBA and to a lesser extent benzene have recently been identified as the main constituents of concern at this site. Hydrocarbon concentrations in groundwater remain generally similar in magnitude and extent to those detected during recent sampling events. The pre-purge TBA concentration in well MW6A was the lowest for quarterly sampling events in several years; TBA in well AS/SVE6 was the lowest concentration since September 2005. In addition, the post-purge concentration of benzene in well MW2 was the lowest post-purge concentration since monthly overpurging began in April 2008. Benzene in well MW10 was higher than previous concentrations in this well since the July 2001 sampling event. Of note is that TPHg concentrations increased in wells MW9 and MW10 to levels higher than those obtained since at least 2001.

ACTIVITIES PROPOSED NEXT QUARTER

- Submit fourth quarter 2008 groundwater monitoring and status report.
- Conduct first quarter 2009 groundwater monitoring and sampling event in accordance with the approved groundwater sampling plan.
- Evaluate the effectiveness of monthly overpurging of wells MW2 and MW6A.

If you have any questions, please call Mr. Gene N. Ortega with EMES at (510) 368-5570 or Mr. James A. Leist with ERI at (949) 457-8929.

EXMO_3738_011830

EXMO_JS_001912

Exhibit 7



Closure Request

**Former Mobil Service Station 18-HEP
2921 South Bristol Street
Santa Ana, California**

Prepared for

ExxonMobil Oil Corporation
3700 West 190th Street, TPT2-7
Torrance, California 90504
(310) 212-3727

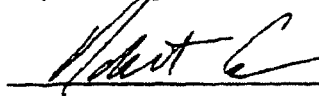
Prepared by

ETIC Engineering, Inc.
2774 East Walnut Street
Pasadena, California 91107
(626) 432-5999


Jacqueline Sandell
Project Geologist

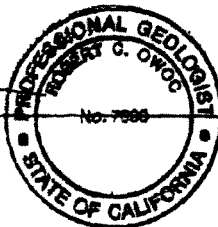
9-19-06

Date


Robert Owoc, P.G. #7690
Senior Project Manager

9-19-06

Date

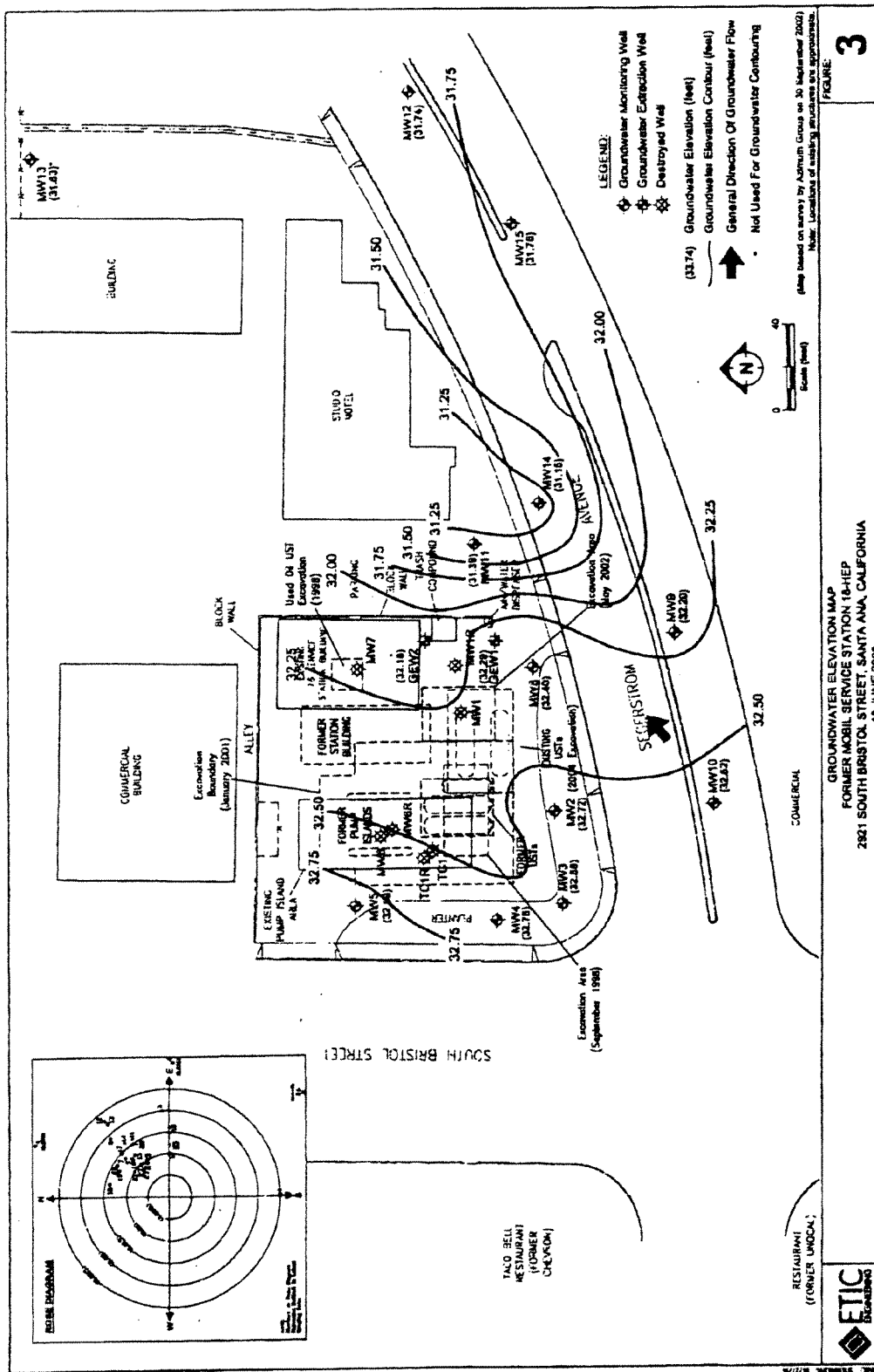


September 2006

2774 East Walnut Street, Pasadena, CA 91107 • Phone: 626.432.5999 • Fax: 626.432.5998 • License #624022

OCWD-MTBE-001-252647

EXMO_JS_004311



OCWD-MTBE-001-252678

EXMO_JS_004342

**TABLE 2 WELL CONSTRUCTION DETAILS,
FORMER MOBIL SERVICE STATION 18-HEP,
2921 SOUTH BRISTOL STREET, SANTA ANA, CALIFORNIA**

[illegible]

OCWD-MTBE-001-252687

EXMO JS 004351

Exhibit 8